

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

WORKSCAPE, INC.,
Plaintiff,

v.

WORKSTREAM, INC.,
Defendant.

Civil Action No. 05-11481-MEL

STIPULATION AND ORDER OF DISMISSAL WITH PREJUDICE

Pursuant to Fed.R.Civ.P. 41(a)(1)(ii), plaintiff Workscape, Inc. and defendant Workstream, Inc., by their attorneys, hereby stipulate that the above-captioned civil action be, and hereby is, dismissed with prejudice, each party to bear its own costs and attorneys' fees. All rights of appeal are hereby waived.

Respectfully submitted, this 1st day of December 1, 2005.

WORKSCAPE, INC.

WORKSTREAM, INC.

By its attorneys,

By their attorneys,

/s/ Thomas E. Lent

/s/ Christopher W. Sanzone

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